

EXHIBIT E-2
ORRICK'S THIRTEENTH MONTHLY FEE STATEMENT
FOR THE TIME PERIOD
JUNE 1, 2013 – JUNE 30, 2013



ORRICK, HERRINGTON & SUTCLIFFE LLP
51 W 52ND STREET
NEW YORK, NEW YORK 10019-6142

tel +1-212-506-5000
fax +1-212-506-5151
WWW.ORRICK.COM

Katharine I. Crost
(212) 506-5070
kcrost@orrick.com

August 12, 2013

VIA ELECTRONIC MAIL AND OVERNIGHT MAIL

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

**Re: In re Residential Capital, LLC, et al., Case No. 12-12020:
Monthly Fee Statement of Orrick, Herrington & Sutcliffe LLP
for the time period June 1, 2013 through June 30, 2013**

Dear Counsel:

Pursuant to the Bankruptcy Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find the monthly fee statement of Orrick, Herrington & Sutcliffe LLP ("Orrick") as Special Securitization Transactional and Litigation Counsel to Residential Capital, *et al.* (collectively, the "Debtors" or the "Company") for the time period June 1, 2013 through June 30, 2013 (the



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“Invoice Period”), which was served on the parties listed in paragraph 2(a) of the Order on August 12, 2013 (the “Monthly Fee Statement”).¹

In the absence of a timely objection, the Debtors shall pay \$28,527.54, which equals 80% of the fees incurred during this Invoice Period ($\$28,527.54 = \$35,659.43 \times 0.80$). There were no expenses incurred during this Invoice Period.

Objections to the Monthly Fee Statement are due by September 3, 2013 (*i.e.*, 20 days after the date of service of this Monthly Fee Statement).

Pursuant to the Order, Orrick hereby sets forth a description of services rendered to the Debtors, including total hours worked and rates applied,² and all reasonable out-of-pocket costs and expenses. The following is intended to serve as a summary description of the primary services rendered by Orrick during the Invoice Period. This summary is derived from the time records of the attorneys and paraprofessionals who worked on this matter (attached hereto as **Exhibit A**), which time records were maintained regularly and entered contemporaneously with the rendition of the services by each Orrick attorney and paraprofessional in the ordinary course of practice. Orrick has incurred actual out-of-pocket costs and expenses in connection with providing services to the Debtors. Orrick, in the ordinary course of its legal practice, uses the most economical and efficient method, or, where appropriate, outside vendors, when incurring expenses. Reimbursement of expenses incurred by Orrick to outside vendors is limited to the actual amounts billed to, or paid by, Orrick.

¹ Orrick was retained as Special Securitization Transactional and Litigation Counsel pursuant to the *Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing the Employment and Retention of Orrick Herrington & Sutcliffe LLP as Special Securitization Transactional and Litigation Counsel to the Debtors, Nunc Pro Tunc to May 14, 2012*, entered by the Bankruptcy Court on July 27, 2012 (Dkt. No. 930).

² Orrick began representing the Company more than twenty years ago. In connection with its longstanding representation, Orrick has historically billed the Company at a discounted hourly rate for legal services rendered. Orrick has agreed to continue to bill the Company at its discounted hourly rates (subject to annual rate increases) during these Chapter 11 cases. Accordingly, the fees included in this Monthly Fee Statement reflect Orrick’s discounted hourly rates. The “Timekeeper Summary” in Orrick’s invoice shows Orrick’s “Base Rate,” which is the hourly rate normally charged to Orrick clients, and the “Billed Rate,” which reflects the discounted hourly rates Orrick is providing to the Debtors.



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PSA Amendments (Matter 141)

Orrick advised the Debtors on servicing transfers to Deutsche Bank and reviewed a servicing agreement, escrow agreement and assignment and transfer agreement regarding the same. Orrick also discussed the escrow agreement with Deutsche Bank. In connection with this matter, Orrick devoted 16.40 hours resulting in fees of \$11,996.60 and no expenses.

General Bankruptcy Administration (Matter 142)

Orrick communicated internally regarding the Examiner's Report and reviewed the same. In connection with this matter, Orrick devoted 1.10 hours resulting in fees of \$679.25 and no expenses.

Compensation (Matter 144)

Orrick prepared, reviewed, revised and finalized its monthly fee statement for May 2013 and corresponded internally regarding preparation of its third quarterly fee application. In connection with this matter, Orrick devoted 2.40 hours resulting in fees of \$1,337.60 and no expenses.³

Securitization Questions (Matter 146)

Orrick reviewed a Deutsche Bank stipulation in preparation for drafting certain transaction agreements. Orrick also reviewed and revised an Agreement Regarding Servicing Transfer Procedures and provided comments on an Assignment and Assumption Agreement, an Escrow Agreement and a Participating Servicer Agreement with HUD. Orrick also advised the Debtors regarding the same. In addition, Orrick reviewed various Ambac deals and prepared an email summary to the Debtors regarding the same. In connection with this matter, Orrick devoted 19.00 hours resulting in fees of \$8,797.98 and no expenses.

³ Orrick devoted an additional 3.10 hours resulting in fees of \$1,914.25 in connection with reviewing, revising and finalizing its monthly time records. Orrick is aware of Judge Bernstein's August 24, 2010 decision in *In re CCT Communications, Inc.*, Case No. 07-10210, which held, among other things, that reviewing and editing time records is not compensable. Accordingly, Orrick is not seeking compensation from the Debtors' estates for these fees.



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Resolution of Pre-Bankruptcy Transaction (Matter 148)

Orrick corresponded with the Debtors regarding certain FHA insured loans and a DIP financing structure and prepared email summaries regarding the same. Orrick also responded to inquiries from the Debtors regarding the disposition of loans and conducted research regarding RESPA liability. In addition, Orrick reviewed a HUD participating servicer agreement and other material regarding HUD loan sales. Orrick reviewed certain past transactions to analyze various tax issues and participated in a telephone conference with the Debtors and others regarding the same. In connection with this matter, Orrick devoted 27.80 hours resulting in fees of \$12,848.00 and no expenses.

[Summary charts follow on next page]



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COMPENSATION SUMMARY

JUNE 1, 2013 THROUGH JUNE 30, 2013

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Hours Billed</u>	<u>Total Fees</u>
Partners & Senior Counsel				
Martin B. Howard	Partner	\$731.50	17.20	\$12,581.80
Stephen J. Jackson	Partner	\$736.25	2.00	\$1,472.50
Associates				
Duane K. Beasley	Senior Associate	\$612.75	7.40	\$4,534.37
Dennis M. Bent	Contract Associate	\$451.25	18.20	\$8,212.78
Debra L. Felder	Senior Associate	\$617.50	3.10	\$1,914.25
Boris Volodarsky		\$427.50	13.90	\$5,942.25
Paralegals/Paraprofessionals				
Debra O. Fullem	Bankruptcy Research Specialist	\$256.50	0.40	\$102.60
Michelle M. Rodriguez	Paralegal	\$199.75	4.50	\$898.88
TOTAL:			66.70	\$35,659.43
Total Hourly Blended Rate (excluding paralegals/paraprofessionals):			\$560.81 \$34,657.95/61.80 hrs = \$560.81	



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COMPENSATION BY PROJECT CATEGORY

JUNE 1, 2013 THROUGH JUNE 30, 2013

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Matter 141: PSA Amendments	16.40	\$11,996.60
Matter 142: General Bankruptcy Administration	1.10	\$679.25
Matter 144: Compensation	2.40	\$1,337.60
Matter 146: Securitization Questions	19.00	\$8,797.98
Matter 148: Resolution of Pre-Bankruptcy Transaction	27.80	\$12,848.00
TOTAL:	66.70	\$35,659.43

EXPENSE SUMMARY

JUNE 1, 2013 THROUGH JUNE 30, 2013

<u>Expense Category</u>	<u>Total</u>
TOTAL:	\$0.00



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SUMMARY OF ALL COMPENSATION PREVIOUSLY REQUESTED

Orrick has served the following monthly fee statements and interim fee applications:

<u>Monthly/Interim Period</u>	<u>Fees at 100%</u>	<u>Fees at 80%</u>	<u>Expenses at 100%</u>	<u>Total Fees at 80% and 100% of Expenses</u>	<u>Payments Received as of August 5, 2013</u>
May 14, 2012 – June 30, 2012 First Monthly Fee Statement	\$311,664.09	\$249,331.27	\$204.00	\$249,535.27	\$262,737.21 (\$181,861.88 of that amount was applied to the remaining amount of Orrick's pre-petition retainer)
July 1, 2012 – July 31, 2012 Second Monthly Fee Statement	\$257,980.85	\$206,384.68	\$452.22	\$206,836.90	\$186,457.67
Aug. 1, 2012 – Aug. 31, 2012 Third Monthly Fee Statement	\$163,712.13	\$130,969.70	\$21.90	\$130,991.60	\$147,309.81
May 14, 2012 – Aug. 31, 2012 First Interim Fee Application	\$733,357.07	\$586,685.65	\$678.12	\$587,363.77	See above (May 1, 2012 - Aug. 31, 2012)
Sept. 1, 2012 – Sept. 30, 2012 Fourth Monthly Fee Statement	\$198,762.14	\$159,009.71	\$193.43	\$159,203.14	\$175,580.48
Oct. 1, 2012 – Oct. 31, 2012 Fifth Monthly Fee Statement	\$305,468.57	\$244,374.86	\$381.00	\$244,755.86	\$275,302.70
Nov. 1, 2012 – Nov. 20, 2012 Sixth Monthly Fee Statement	\$100,071.80	\$80,057.44	\$37.00	\$80,094.44	\$90,101.73
Dec. 1, 2012 – Dec. 31, 2012 Seventh Monthly Fee Statement	\$70,462.47	\$56,369.98	\$0.00	\$56,369.98	\$63,416.22
Sept. 1, 2012 – Dec. 31, 2012 Second Interim Fee Application	\$674,764.98	\$539,811.98	\$611.43	\$540,423.41	See above (Sept. 1, 2012 - Dec. 31, 2012)
Jan. 1, 2013 – Jan. 31, 2013 Eighth Monthly Fee Statement	\$108,904.07	\$87,123.26	\$335.50	\$87,458.76	\$80,012.16



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<u>Monthly/Interim Period</u>	<u>Fees at 100%</u>	<u>Fees at 80%</u>	<u>Expenses at 100%</u>	<u>Total Fees at 80% and 100% of Expenses</u>	<u>Payments Received as of August 5, 2013</u>
Feb. 1 – Feb. 28, 2013 Ninth Monthly Fee Statement	\$107,837.98	\$86,270.38	\$79.40	\$86,349.78	\$0.00
March 1 – March 31, 2013 Tenth Monthly Fee Statement	\$16,069.74	\$12,855.79	\$78.00	\$12,933.79	\$0.00
April 1 – April 30, 2013 Eleventh Monthly Fee Statement	\$8,807.94	\$7,046.35	\$65.50	\$7,111.85	\$0.00
May 1 – May 31, 2013 Twelfth Monthly Fee Statement	\$16,196.40	\$12,957.12	\$46.40	\$13,003.52	\$0.00

Please contact me if you have any questions regarding the foregoing.

Sincerely,

/s/ Katharine I. Crost
Katharine I. Crost

Enclosure

EXHIBIT A

**ORRICK, HERRINGTON & SUTCLIFFE LLP
INVOICES FOR THE TIME PERIOD
JUNE 1, 2013 THROUGH JUNE 30, 2013**

Residential Capital
8400 Normandale Lake Blvd, Suite 350
Minneapolis, MN 55437
Attn: John G. Ruckdaschel, Esq.

August 6, 2013
Client No. 11474
Invoice No. 1430131

Orrick Contact: Katharine I. Crost

FOR SERVICES RENDERED through June 30, 2013 in connection with the matters described on the attached pages:	\$	35,659.43
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>35,659.43</u>

Matter(s): 11474/141, 142, 144, 146, 148
732838

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$281,396.62
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 11474/ Invoice: 1430131*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 11474/ Invoice: 1430131
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248
Reference: 11474/ Invoice: 1430131*

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August 6, 2013
Invoice No. 1430131

Residential Capital
8400 Normandale Lake Blvd, Suite 350
Minneapolis, MN 55437
Attn: John G. Ruckdaschel, Esq.

August 6, 2013
Client No. 11474
Invoice No. 1430131

Orrick Contact: Katharine I. Crost

For Legal Services Rendered Through June 30, 2013 in Connection With:

Matter: 141 - PSA Amendments

Matter: 732838

06/07/13	M. Howard	Discussions with T. Farley (ResCap) on servicing transfer to Deutsche Bank and review and comments on servicing agreement.	2.20
06/10/13	M. Howard	Discussions and comments on escrow agreement and assignment and transfer agreement with respect to Deutsche Bank.	0.90
06/11/13	M. Howard	Discussions and comments on escrow agreement and assignment and transfer agreement with respect to Deutsche Bank.	1.50
06/12/13	M. Howard	Discussions and comments on escrow agreement and assignment and transfer agreement with respect to Deutsche Bank.	1.20
06/13/13	M. Howard	Review and discussion on disbursement agreement and other open points with Deutsche Bank.	1.20
06/14/13	M. Howard	Review and discussion on disbursement agreement and other open points with Deutsche Bank.	0.40
06/17/13	M. Howard	Discussions on disbursement agreement and servicing transfer.	1.20
06/18/13	M. Howard	Discussions on disbursement agreement and servicing transfer.	0.80
06/20/13	M. Howard	Teleconference with T. Farley (ResCap) and J. Ruckdaschel (ResCap) on monolines.	0.60
06/24/13	M. Howard	Review and discussions on escrow agreement with Deutsche Bank.	1.20
06/25/13	M. Howard	Discussions with ResCap on escrow agreement.	1.20
06/26/13	M. Howard	Discussions with ResCap on escrow agreement.	0.80
06/27/13	M. Howard	Discussion with ResCap on disbursement agreement and open issues thereon.	2.00
06/28/13	M. Howard	Discussion with ResCap on disbursement agreement and open issues thereon.	1.20

Total Hours 16.40

Total For Services \$11,996.60

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August 6, 2013
Invoice No. 1430131

Timekeeper Summary	Hours	Base Rate	Base Amount	Billed Rate	Billed Amount
Martin B. Howard	16.40	795.00	13,038.00	731.50	11,996.60
Total All Timekeepers	16.40		\$13,038.00		\$11,996.60

Total For This Matter **\$11,996.60**

For Legal Services Rendered Through June 30, 2013 in Connection With:

Matter: 142 - General Bankruptcy Administration

Matter: 732840

06/28/13	D. Felder	Email correspondence with M. Howard and K. Crost regarding Examiner's Report (.1); review same (1.0).	1.10
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Total Hours	1.10	
Total For Services		\$679.25

Timekeeper Summary	Hours	Base Rate	Base Amount	Billed Rate	Billed Amount
Debra Felder	1.10	650.00	715.00	617.50	679.25
Total All Timekeepers	1.10		\$715.00		\$679.25

Total For This Matter **\$679.25**

For Legal Services Rendered Through June 30, 2013 in Connection With:

Matter: 144 - Compensation

Matter: 732844

06/03/13	D. Fullem	Review and respond to email from accounting regarding confirmation of fee holdbacks; email to D. Felder re same.	0.20
06/25/13	D. Felder	Prepare May monthly fee statement.	1.00
06/26/13	D. Felder	Review and finalize May monthly fee statement.	1.00
06/27/13	D. Fullem	Review and respond to email from D. Felder regarding drafting of next quarterly interim fee application.	0.20

Total Hours	2.40	
Total For Services		\$1,337.60

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Invoice No. 1430131

Timekeeper Summary	Hours	Base Rate	Base Amount	Billed Rate	Billed Amount
Debra Felder	2.00	650.00	1,300.00	617.50	1,235.00
Debra O. Fullem	0.40	270.00	108.00	256.50	102.60
Total All Timekeepers	2.40		\$1,408.00		\$1,337.60

Total For This Matter \$1,337.60

For Legal Services Rendered Through June 30, 2013 in Connection With:

Matter: 146 - Securitization questions

Matter: 732846

06/06/13	D. Bent	Review DB stipulation in preparation for drafting transaction agreements.	0.30
06/07/13	D. Bent	Review, revise and distribute Agreement Regarding Servicing Transfer Procedures and review and provide comments on Assignment and Assumption Agreement.	1.00
06/10/13	D. Bent	Review, revise and distribute Agreement Regarding Servicing Transfer Procedures and review and provide comments on Assignment and Assumption Agreement.	0.30
06/11/13	D. Bent	Review precedent, draft and distribute the Escrow Agreement and review revised Assignment and Assumption Agreement.	2.30
06/12/13	D. Bent	Telephone conference with W. Tyson (ResCap), M. Schoffelen (ResCap), P. Fleming (ResCap), J. Ruckdaschel (ResCap In-House Counsel), M. Howard (Orrick Senior Partner) and D. Beasley (Orrick Senior Associate) regarding Participating Servicer Agreement with HUD.	0.60
06/12/13	D. Bent	Review and provide comments on the Assumption Agreement and review, revise and distribute the Escrow Agreement.	2.10
06/12/13	M. Howard	Telephone conference with W. Tyson (ResCap), M. Schoffelen (ResCap), P. Fleming (ResCap), J. Ruckdaschel (ResCap In-House Counsel), D. Bent (Orrick Senior Associate) and D. Beasley (Orrick Senior Associate) regarding Participating Servicer Agreement with HUD.	0.80
06/20/13	D. Bent	Review, revise and distribute Escrow Agreement.	0.40
06/24/13	D. Bent	Review various Ambac deals to determine if there is an obligation for the Depositor or Issuer to provide certain investor information and email summary to T. Farley (ResCap) and J. Ruckdaschel (ResCap In-House Counsel).	1.20

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Invoice No. 1430131

06/25/13	D. Bent	Review, revise and distribute Escrow Agreement and review comments received from Bingham.	0.70
06/26/13	D. Bent	Review, revise and distribute the Escrow Agreement and review Bill of Sale and Assignment Agreement.	2.80
06/27/13	D. Bent	Review, revise and distribute drafts of the Escrow Agreement and email communication with N. Rosenbaum and M. Braun.	3.80
06/28/13	D. Bent	Review, revise and distribute drafts of the Escrow Agreement (1.7); various telephone conferences with T. Farley (ResCap), P. Principato (Deutsche Bank), T. Schultz-Fugh (U.S. Bank) and D. Coehlo-Adams (Seward & Kissel) (0.4); draft bullet points for Settlement Statement (0.6).	2.70

Total Hours	19.00	
Total For Services		\$8,797.98

Timekeeper Summary	Hours	Base Rate	Base Amount	Billed Rate	Billed Amount
Dennis M. Bent	18.20	650.00	11,830.00	451.25	8,212.78
Martin B. Howard	0.80	795.00	636.00	731.50	585.20
Total All Timekeepers	19.00		\$12,466.00		\$8,797.98

Total For This Matter **\$8,797.98**

For Legal Services Rendered Through June 30, 2013 in Connection With:

Matter: 148 - Resolution of Pre-Bankruptcy Transactions
Matter: 732848

06/03/13	D. Beasley	Review and respond to emails from M. Schoffelen (ResCap) and J. Ruckdaschel (ResCap In-House Counsel) regarding disposition of FHA insured loans and DIP financing structure (1.0); telephone conferences with D. Jacobs (HUD) and C. Oshina (HUD) regarding same (1.0); draft email summarizing conversations with HUD (0.30).	2.30
06/07/13	D. Beasley	Respond to questions from J. Ruckdaschel (ResCap In-house Counsel) regarding disposition of loans (0.5); research regarding RESPA liability (1.0).	1.50
06/11/13	D. Beasley	Respond to questions from M. Schoffelen (ResCap) regarding HUD (0.5); review HUD participating servicer agreement and other material regarding HUD loan sales (1.0).	1.50

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Invoice No. 1430131

06/12/13	D. Beasley	Review HUD participating servicer agreement (0.5); telephone conference with W. Tyson (ResCap), P. Fleming (ResCap), M. Schoffelen (ResCap), J. Ruckdaschel (ResCap In-House Counsel), M. Howard (Orrick Senior Partner) and D. Bent (Orrick Senior Associate) regarding Participating Servicer Agreement with HUD (0.6).	1.10
06/14/13	D. Beasley	Review and respond to questions from J. Ruckdaschel (ResCap In-house Counsel) regarding disposition of loans and transfer of servicing.	1.00
06/27/13	B. Volodarsky	Review and prepare past transactions for tax analysis.	5.40
06/27/13	S. Jackson	Prepare for and participate in teleconference with EY and Rescap to discuss liquidating trust tax project and conferences with M. Howard and B. Volodarsky regarding the same.	1.50
06/28/13	M. Rodriguez	Meeting with B. Volodarsky reading detail instructions for project (0.5); review final executed Pooling and Servicing Agreements, Trust Agreements, Indentures, Prospectus Supplements and Offering Circulars (4.0).	4.50
06/28/13	B. Volodarsky	Review and prepare past transactions for tax analysis (5.1); supervise and advise other attorneys and paralegals regarding research issues (2.6); commence reviewing documents (0.8).	8.50
06/28/13	S. Jackson	Conference with B. Volodarsky to discuss liquidating trust tax project.	0.50

Total Hours 27.80

Total For Services \$12,848.00

Timekeeper Summary	Hours	Base Rate	Base Amount	Billed Rate	Billed Amount
Duane K. Beasley	7.40	650.00	4,810.00	612.75	4,534.37
Stephen J. Jackson	2.00	775.00	1,550.00	736.25	1,472.50
Michelle M. Rodriguez	4.50	235.00	1,057.50	199.75	898.88
Boris Volodarsky	13.90	450.00	6,255.00	427.50	5,942.25
Total All Timekeepers	27.80		\$13,672.50		\$12,848.00

Total For This Matter \$12,848.00

*** * * COMBINED TOTALS * * ***

Total Hours	66.70	
Total Fees, all Matters		\$35,659.43
Total Disbursements, all Matters		\$0.00
Total Amount Due		\$35,659.43